

0100583075

BALL, JANIK & NOVACK
ATTORNEYS AT LAW
1101 PENNSYLVANIA AVE. N.W., SUITE 1035
WASHINGTON, D. C. 20004
TELEPHONE (202) 638-3307
TELECOPY (202) 783-6947

101 S.W. MAIN ST., SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 295-1058

April 5, 1995

Louis E. Gitomer
Direct Dial: (202)466-6532

RECORDATION NO. 9026-F
FILED 1425
APR 5 1995 2:00 PM
INTERSTATE COMMERCE COMMISSION

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is an Instrument of Lien Release and Bill of Sale, a secondary document, dated as of March 22, 1995. The primary document to which this document is connected is recorded under Recordation No. 9026. We request that this document be recorded under Recordation No. 9026-F.

The name and address of the party to the Instrument of Lien Release and Bill of Sale is as follows:

Seller:

Mercantile Safe Deposit & Trust Co.
Two Hopkins Plaza
Baltimore, MD 21203

A description of the equipment covered by the document consists of nine SD40-2 3,000 horsepower diesel-electric locomotives numbered BN 6781-6789, inclusive, and 14 C30-7 3,000 horsepower diesel-electric locomotives numbered BN 5530, 5531, and 5533-5544, inclusive.

A fee of \$21.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

RECEIVED
OFFICE OF THE
SECRETARY
APR 5 2 46 PM '95
LICENSING BRANCH

Counterpart - McDonald

BALL, JANIK & NOVACK

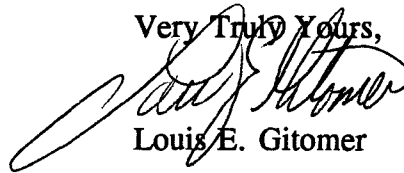
Honorable Vernon A. Williams

April 5, 1995

Page 2

A short summary of the document to appear in the index follows: an Instrument of Lien Release and Bill of Sale by Mercantile Safe Deposit & Trust Co., Two Hopkins Plaza, Baltimore, MD 21203, covering nine SD40-2 3,000 horsepower diesel-electric locomotives numbered BN 6781-6789, inclusive, and 14 C30-7 3,000 horsepower diesel-electric locomotives numbered BN 5530, 5531, and 5533-5544, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/5/95

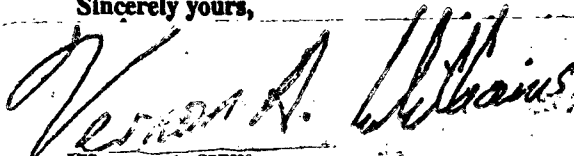
Office Of The Secretary

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Avenue, NW., Ste. 1035
Washington, DC. 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/5/95 at 2:50PM, and assigned recordation number(s). 9026-F.

Sincerely yours,

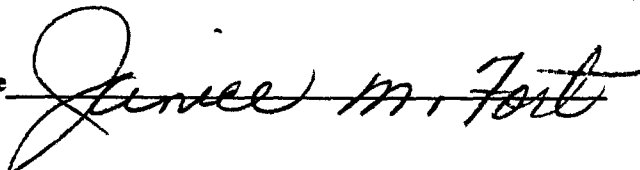

Vernon A. Williams
Secretary

Enclosure(s)

(0100583075)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



INSTRUMENT OF LIEN RELEASE
AND BILL OF SALE

9026-F

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of March 22, 1995, from Mercantile Safe Deposit & Trust Co., not individually but solely as Indenture Trustee ("Indenture Trustee").

RECITALS

First Security Bank of Utah, N.A., ("Owner Trustee") entered into a Conditional Sale Agreement, dated as of September 1, 1977 (the "CSA"), with General Motors Corporation (Electro-Motive Division) ("GM") and General Electric Company ("GE"), which was recorded with the Interstate Commerce Commission ("ICC") on October 5, 1977 and assigned ICC recordation number 9026. GM and GE subsequently assigned all of their rights under the CSA to Indenture Trustee pursuant to an Agreement and Assignment, dated as of September 1, 1977 ("A&A"), which was recorded with the ICC on October 5, 1977, and assigned ICC recordation number 9026-A. Owner Trustee entered into a Lease of Railroad Equipment (the "Lease"), dated as of September 1, 1977, with Burlington Northern, Inc. ("BN"), as lessee, which was recorded with the ICC on October 5, 1977, and assigned ICC recordation number 9026-B. Owner Trustee subsequently assigned its rights under the Lease to Indenture Trustee pursuant to an Assignment of Lease and Agreement dated as of September 1, 1977 (the "Lease Assignment"), which was recorded with the ICC on October 5, 1977, and assigned ICC recordation number 9026-C. The rail equipment subject to the CSA and the Lease is described on the attached Schedule A (the "Equipment").

Indenture Trustee desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the foregoing documents and to evidence the transfer of the title to the Equipment subject thereto to Owner Trustee in accordance with the terms and conditions of the CSA.

NOW, THEREFORE, in consideration of the premises Indenture Trustee agrees as follows:

1. Release of Lien. Indenture Trustee does hereby acknowledge and confirm for the public record the satisfaction and release of (i) all of its security interest in and to the Equipment and the Lease, and (ii) all other rights of Indenture Trustee, together with the obligations of Owner Trustee, arising under the Lease Assignment and the CSA.

2. Transfer of Title. In accordance with the provisions of the CSA, Indenture Trustee does hereby transfer to Owner Trustee, not individually, but solely as Owner Trustee under that certain Trust Agreement, dated as of December 30, 1976, and to Owner Trustee's successors and assigns forever, all of its right, title and interest in and to the Equipment. Indenture Trustee represents and warrants to Owner Trustee that the Equipment transferred hereby is free and clear of liens and encumbrances created by, through or under Indenture Trustee.

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND INDENTURE TRUSTEE MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, THE MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN THE PRECEDING PARAGRAPH.

3. Miscellaneous. This Instrument will be filed and recorded with the ICC pursuant to the provisions of 49 U.S.C. Section 11303. This Instrument shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, Indenture Trustee has executed this Instrument as of the date first above written.

MERCANTILE SAFE DEPOSIT & TRUST
COMPANY

By: Robert D. Brown

Its: CORPORATE TRUST OFFICER

STATE OF MARYLAND)
CITY) ss.
COUNTY OF BALTIMORE)

On MARCH 22, 1995, before me _____, the undersigned Notary Public,
personally appeared ROBERT D. BROWN, personally known to me or proved to me on the basis of
satisfactory evidence to be the person whose name is subscribed to the within instrument as CO-OPERATE
TRUST OFFICER of MERCANTILE SAFE and acknowledged that HE executed it.
DEPOSIT & TRUST

Witness my hand and official seal.

Marian D. Allen
Notary Public

My Commission Expires 11/16/98

9026-F

SCHEDULE A

TO

INSTRUMENT OF LIEN RELEASE, ASSIGNMENT OF LEASE,
TERMINATION OF TRUST AND BILL OF SALE

List of Equipment

9 SD40-2 3,000 horsepower diesel-electric locomotives numbered BN 6781-6789, inclusive,
and 14 C30-7 3,000 horsepower diesel-electric locomotives numbered BN 5530, 5531, and 5533-
5544, inclusive.